

MBL INFRASTRUCTURES LTD.

CIN L27109DL1995PLC338407

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Website: www.mblinfra.com

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of the Company will be held on Wednesday, 30th September, 2020 at 3.30 pm through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt-
 - a. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.
 - b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020 and the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Anjanee Kumar Lakhota (DIN: 00357695), who retires by rotation and being eligible, offers himself for re appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, Mr. Ranjit Datta (DIN: 07121651) who was appointed as an additional and Independent Director of the Company w.e.f. 13.08.2020 to hold office upto the date of the Annual General Meeting and in respect of whom a notice has been received in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 consecutive years, from the date of appointment i.e. 13.08.2020 to 12.08.2025.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the said resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 152 read with other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and Articles of Association of the Company, Mr. Surender Aggarwal (DIN: 07272927) who was appointed as an additional and Non Executive Non- Independent of the Company w.e.f. 13.08.2020 to hold office upto the date of the Annual General Meeting and in respect of whom a notice has been received in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the said resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder (including any amendments, modification or variation thereof) payment of remuneration of Rs. 35,000/- (Rupees Thirty Five Thousand only) plus applicable taxes, reimbursement of out of pocket expenses and other incidental expenses, for conducting the audit of the Cost records of the Company for the financial year 2020-21 by M/s Dipak Lal & Associates, Cost Accountants (Firm Registration No. 101491) as Cost Auditors of the Company appointed by the Board of Directors be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the said resolution."

By order of the Board
For MBL Infrastructures Ltd.

Date: 3rd September, 2020
Place: New Delhi

Anubhav Maheshwari
Company Secretary

NOTES:

1. Considering the present COVID-19 pandemic, Ministry of Corporate Affairs (MCA) has vide its circular dated April 08, 2020, dated April 13, 2020 and May 05, 2020 (collectively referred to as MCA Circulars), permitted convening of the Annual General Meeting (AGM) through VC or OAVM, without physical presence of the members at the common venue. In accordance with MCA circulars, provisions of the Companies Act 2013 and SEBI (LODR) Regulations, 2015, the AGM of the Company is being held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OVAM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Since this General Meeting is through VC/OAVM, the physical attendance of members is dispensed with. Accordingly, the facility of appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Since the AGM will be held through VC/OAVM, attendance slip/the route map of the venue of the meeting is not annexed hereto.
4. The Register of Members and Share Transfer Books would remain closed from 24th September, 2020 to 30th September 2020, both days inclusive.
5. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of the quorum under Section 103 of the Companies Act, 2013.
6. The information required to be provided under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement Regulations), 2015 and the Secretarial Standards on General Meetings, regarding the Directors who are proposed to be appointed/re-appointed and the relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under items 3 to 5 set out above are annexed hereto.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the relevant documents referred to the Notice will be available electronically for inspection by the members during AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of the Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@mblinfra.com.
8. The notice contains a set of instructions for remote evoting as per applicable provisions of law.
9. Institutional Investors, who are members of the Company, are encouraged to attend and vote at the AGM.
10. In compliance with MCA circulars, AGM Notice along with

Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Depositories/ Link Intime India Private Limited, RTA. AGM Notice along with Annual Report 2019-20 has been uploaded on the website of the Company at www.mblindra.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.

11. 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, Link Intime India Pvt Ltd to enable servicing of notices / documents / Annual Reports electronically to their email address.

INSTRUCTIONS

VOTING THROUGH REMOTE EVOTING

- 1 Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- 2 The facility for e-Voting shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-Voting shall be eligible to exercise their right to vote at the meeting.
- 3 The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- 4 The remote e-Voting facility will be available during the following period:

| Commencement of remote e-Voting | End of remote e-Voting |
|---|---|
| 27 th September, 2020 from 9.00 A.M. (IST) | 29 th September, 2020 till 5.00 P.M. (IST) |
- 5 A person whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the cut off date i.e 23rd September, 2020 only shall be entitled to avail the facility of remote e-voting as well as e-voting during the AGM. 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 23rd September 2020.

- 6 A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- 7 The remote e-voting module shall be disabled by NSDL for voting thereafter. Once vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 8 How do I vote electronically using NSDL e-Voting system?
The way to vote electronically on NSDL e-Voting system consists of "Two Steps"

Step -1 Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

- (a) 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.
- (b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- (c) A new screen will open. You will have to enter your User ID, your Password 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.

- (d) 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*** |

- e) Your password details are given below:

- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii. 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.
- iii. How to retrieve your 'initial password'?
 - a. 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'.
 - b. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

- (f) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- i. 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.
- ii. Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- (g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

- (h) Now, you will have to click on "Login" button.

- (i) 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

- (a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles
- (b) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status

- (c) Select "EVEN" of company for which you wish to cast your vote
- (d) Now you are ready for e-voting as the Voting page opens.
- (e) 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
- (f) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
- (h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

INSTRUCTIONS FOR ATTENDING AGM THROUGH VC/OAVM:

- 1 Member will be provided with a facility to attend the AGM through VC/OAVM through NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using remote e-Voting credentials. Link for VC/OAVM will be available in shareholder/members login where EVEN of the Company will be displayed. Please note that the members who do not have User ID and Password for e-Voting or have forgotten User ID and Password may retrieve the same by following instructions given in this Notice. Further, members can also use OTP based login for logging into e-Voting system of NSDL.
- 2 The attendance through VC/OAVM is restricted and hence members will be allowed on first come first serve basis. However, attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on 23rd September, 2020 and Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, the Stakeholders Relationship Committee and Auditors will not be restricted on first come first serve basis. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 3 The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting i.e. from 3.00 p.m. by following the procedure mentioned in the Notice and the facility may be closed 30 minutes after commencement of meeting.
- 4 Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker. For this purpose, please send request mentioning name, demat account number/folio number, email id, mobile number at cs@mblinfra.com at least five days before AGM date. Those shareholders who have registered themselves as a speaker will only be considered to express their views/ask questions during the meeting. However, the Company reserves a right to restrict number of speakers depending on availability of time for AGM. Shareholders who would like to ask questions may send their questions

in advance mentioning their name, demat account number/folio number, email id, mobile number at cs@mblinfra.com five days before AGM date. The same will be replied by the Company suitably in the meeting.

- 5 Members are encouraged to join the Meeting through Laptops for better experience.
- 6 Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 7 Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 8 Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 9 When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
- 10 Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager-NSDL at amitv@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in / 022-24994545.

INSTRUCTIONS FOR E-VOTING AT THE AGM

1. The procedure for e-Voting on the day of AGM is same as mentioned above for remote e-Voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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 with a copy marked to evoting@nsdl.co.in.

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 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.com or call on toll free no.: 1800-222-990 or send a request to or contact Mr. Amit Vishal, Senior Manager/ Ms. PallaviMhatre, Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013 at telephone no. 022- 24994360/022 24994545 or at E-mail id evoting@nsdl.co.in.
4. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23rd September, 2020. may obtain the login ID and password by sending a request at evoting@nsdl.co.in or delhi@linkintime.com
5. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
6. Ms Anjali Yadav, Practicing Company Secretary, (Membership No. FCS 6628) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.
7. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall within 48 hours of the conclusion of AGM submit consolidated Scrutinizer's Report to the Chairman or to an authorised person who shall countersign the same and declare the results of voting forthwith.
8. The resolutions shall be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the Resolutions. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company 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 .
9. Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolu-

tions 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 / delhi@linkintime.co.in .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 delhi@linkintime.co.in
- (b) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned above.

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

ITEM No. 3:

The Board of Directors on the recommendation of Nomination and Remuneration Committee, appointed Mr. Ranjit Datta (DIN: 07121651) as an Additional and Independent Director of the Company w.e.f. 13.08.2020, not liable to retire by rotation, for a term of 5 consecutive years, from the date of appointment i.e. 13.08.2020 to 12.08.2025.

Mr Ranjit Datta will hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Ranjit Datta for the office of Director of the Company

The Company has received requisite consent and declarations from Mr. Ranjit Datta including confirmation that he meets the criteria of independence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, he fulfils the conditions specified in the Act and Rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the Management of the Company.

Mr Ranjit Datta has over four decades of rich experience and acumen in various fields of banking and finance. He had worked with State Bank Group in all sections of Banking including project finance and treasury functions before retiring in FY 2012. Mr. Datta is a Science Graduate from Punjab University, Chandigarh, 1972 and holds CAIIB conducted by Indian Institute of Bankers, Mumbai, 1981.

He is on the panel of Global Innovation & Technology Alliance (GITA), company promoted by Technology Development Board, Dept. of Science & Technology, GOI & CII, as member of Project Evaluation Committee (PEC) as financial expert for evaluation of proposals for government grants/soft loans. Mr Datta is also on the panel of Technology Development Board (TDB), Dept. Of Science and Technology, GOI, as Financial Expert for evaluation of proposals for financial assistance.

Mr Ranjit Datta expertise and diverse experience will be a valuable guidance for the benefit of the Company. The requisite details of Mr Ranjit Datta are provided as Annexure to the Notice.

A copy of letter of appointment of Mr Ranjit Datta as an Independent Director setting out terms and conditions of appointment is available for electronic inspection upto the date of AGM and will also be available for inspection during AGM. A brief profile of Mr Ranjit Datta is also available on the website of the Company www.mblinfra.com.

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

ITEM No. 4:

The Board of Directors on the recommendation of Nomination and Remuneration Committee, appointed Mr. Surender Aggarwal (DIN: 07272927) as an Additional and Non-Executive Non- Independent Director of the Company w.e.f. 13.08.2020.

Mr Surender Aggarwal will hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr Surender Aggarwal for the office of Director of the Company.

The Company has received requisite consent and declarations from Mr. Surender Aggarwal that he is eligible to be appointed as Director of the Company.

Mr. Surender Aggarwal is a Post Graduate with M.Tech (Structures) from IIT (Delhi) and MBA (Finance) with specialisation in Construction Management. He is having more than two and half decades of versatile experience in the field of civil engineering. He is a member of Indian Institute of Engineers (IIE), Indian Road Congress (IRC), Indian Institute of Bridge Engineers (IIBE) and International Association of Bridge and Structural Engineers (INC-IABSE). He is also a Whole Time Director of Suratgarh – Bikaner Toll Road Company Pvt. Ltd., a Wholly Owned Subsidiary Company of the Company.

Mr Surender Aggarwal expertise and diverse experience will be a valuable guidance for the benefit of the Company.

The requisite details of Mr Surender Aggarwal are provided as Annexure to the Notice.

A brief profile of Mr Surender Aggarwal is also available on the website of the Company www.mblinfra.com.

None of the Directors or Key Managerial Personnel including their relatives except Mr. Surender Aggarwal is, in any way, concerned or interested, in the said resolution. The Board recommends the Ordinary Resolution as set out in Item no. 4 of the Notice for approval by the Members.

ITEM No. 5:

The Board of Directors on the recommendation of Audit Committee has appointed M/s Dipak Lal & Associates, Cost Accountants, as Cost Auditors for the audit of cost records of the Company for the Financial Year ended 31st March 2021, at a remuneration of Rs. 35,000 (Rupees Thirty Five Thousand only) plus applicable taxes, reimbursement of out-of-pocket expenses and other incidental expenses incurred for conducting such audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013, Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to the Cost Auditor as approved by the Board of Directors of the Company is required to be ratified subsequently by the members of the Company.

Accordingly, consent of the members is sought by passing an ordinary resolution as set out in Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors as approved by the Board of Directors for conducting audit of the cost records of the Company for the financial year ending 31st March, 2021.

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. 5 of the Notice for approval by the Members.

By order of the Board
For MBL Infrastructures Ltd.

Place: New Delhi
Date: 3rd September, 2020

Anubhav Maheshwari
Company Secretary

Annexure to the AGM Notice dated 3rd September, 2020

Details of Director seeking re-appointment /appointment pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015) and Secretarial Standard-2

| Name of the Director | Anjaneer Kumar Lakhotia | Ranjit Datta | Surender Aggarwal |
|--|--|--|---|
| Age in years | 57 Year | 68 Year | 47 Year |
| Category of Directorship | Executive | Independent | Non-Executive |
| DIN | 00357695 | 07121651 | 07272927 |
| Qualification | Chartered Accountant | a) Science Graduate from Punjab University, Chandigarh, 1972 b) Holds CAIIB conducted by Indian Institute of Bankers, Mumbai, 1981. | a) Post Graduate with M.Tech (Structures) from IIT (Delhi) b) MBA (Finance) with Specialisation in Construction Management |
| Experience (including Expertise in specific functional areas)/Brief Resume | More than two and half decades of experience in the infrastructure industry. Please refer company's website www.mblinfra.com | More than four decades of rich experience and acumen in various fields of banking and finance. Please refer company's website www.mblinfra.com | More than two and half decades of versatile experience in the field of civil engineering. Please refer company's website www.mblinfra.com |
| Terms and conditions for appointment/re-appointment | At the AGM held on 29 th September, 2018, he was re-appointed as Managing Director of the Company w.e.f. 26 th May, 2019, for a period of 5 years liable to retire by rotation. Being eligible he has now offered himself for re-appointment | He is being appointed as Independent Director of the Company for a period of 5 year w.e.f. 13.08.2020, not liable to retire by rotation. | He is being appointed as Non Executive Director of the Company, liable to retire by rotation. |
| Details of remuneration and remuneration last drawn | Details mentioned in the Corporate Governance Report | He will be entitled for sitting fees for attending the meetings of the Board, Independent Directors and various Committees of Directors | He will be entitled for sitting fees for attending the meetings of the Board and various Committees of Directors |
| Date on which first appointed on the Board | 25.08.1995 | 13.08.2020 | 13.08.2020 |
| Details of shareholding in the Company | 1,33,58,716 | Nil | 70,000 |
| Relationship with other Directors/Key Managerial personnel (if any) | None | None | None |
| Number of Board Meetings attended during the year | Details mentioned in the Corporate Governance Report | Not applicable. Since appointed on 13.08.2020 | Not applicable. Since appointed on 13.08.2020 |
| Details of Directorships in other Companies | 1. Suratgarh Bikaner Toll Road Company Private Ltd. 2. MBL (MP) Toll Road Company Limited 3. MBL Projects Limited 4. MBL Highway Development Company Limited 5. MBL (MP) Road Nirman Company Limited | 1. SMC Foods Limited | 1. Suratgarh Bikaner Toll Road Company Private Ltd. 2. MBL (Udaipur Bypass) Road Limited 3. Highway Consulting Engineers Private Limited |
| Details of Committee chairmanship and memberships in other Companies | NIL | 1. Audit Committee 2. Nomination & Remuneration Committee | NIL |



MBL

Creating Highway To Success

ANNUAL REPORT 2019-20

MBL Infrastructures Ltd



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Corporate Information

BOARD OF DIRECTORS

Anjaneer Kumar Lakhotia
DIN No. 00357695
Chairman & Managing Director

Ashwini Kumar Singh
DIN No. 00365901
Independent Director

Bhagwan Singh Duggal
DIN No. 06634772
Independent Director

Sunita Palita
DIN No. 03612793
Independent Director

Ranjit Datta (w.e.f 13.08.2020)
DIN: 07121651
Independent Director

Surender Aggarwal (w.e.f 13.08.2020)
DIN: 07272927
Non Executive Director

CHIEF FINANCIAL OFFICER

Darshan Singh Negi

COMPANY SECRETARY & COMPLIANCE OFFICER

Anubhav Maheshwari

STATUTORY AUDITORS

M/s SARC & Associates, Chartered Accountants

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.
Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block,
Near Savitri Market, Janakpuri, New Delhi-110058

REGISTERED & CORPORATE OFFICE

"Baani Corporate One"
Suite No. 308, 3rd Floor, Plot No. 5, Commercial Centre, Jasola,
New Delhi-110025
Phone: 011-4859 3300, Fax: 011-4859 3320
E-mail: delhi@mblinfra.com/ cs@mblinfra.com

BANKERS

State Bank of India
Punjab National Bank
Union Bank of India
Bank of Maharashtra
Bank of Baroda
Indian Overseas Bank
Punjab National Bank (International) Ltd.
Union Bank of India (UK) Ltd.
Indian Bank
Bank of India
IDBI Bank