

# MBL Infrastructures Ltd.



## Annual Report 2021-22

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# Corporate Information

## BOARD OF DIRECTORS

Anjaneer Kumar Lakhotia  
DIN: 00357695  
Chairman & Managing Director

Ashwini Kumar Singh  
DIN: 00365901  
Independent Director

Sunita Palita  
DIN: 03612793  
Independent Director

Ranjit Datta  
DIN: 07121651  
Independent Director

Ram Dayal Modi  
DIN 03047117  
Independent Director

Surender Aggarwal  
DIN: 07272927  
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 Tower  
Suite No 308, 3rd Floor, Jasola,  
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.

## Directors' Report

Dear Members,

The Board of Directors is pleased to present the Twenty Seventh Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2022.

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	Year ended		Year ended	
	2021-22	2020-21	2021-22	2020-21
Total Income	16148	26009	26047	32234
Earnings Before Interest, Taxes and Depreciation	1837	6477	4781	10383
Less : Interest & Finance Charges	32	723	3568	4223
Less : Depreciation	1099	5257	6712	9570
Profit Before Tax and Exceptional Item	706	497	(5499)	(3410)
Exceptional item (Net) (Transferred to Capital Reserve)	-	-	-	945
Profit before Tax*	706	497	(5499)	(2465)
Less: Provision for Tax (Current & Deferred) *	(5653)	(8837)	(5512)	(8802)
Profit After Tax	6359	9334	13	6337
Transfer to Capital Reserve	-	-	-	945
Balance carried to Balance Sheet	6359	9334	13	5392

\* Refer to note no. 46 to the Financial Statements.

### State of the Company's affairs

Resolution Plan of the Company under the Insolvency & Bankruptcy Code, 2016 (IBC, 2016) was approved by the Hon'ble National Company Law Tribunal ("NCLT"), Kolkata by its order dated April 18, 2018. The appeals filed by some of the banks were dismissed by the Hon'ble National Company Law Appellate Tribunal ("NCLAT") by its order dated August 16, 2019 finding them without any merit. The Hon'ble Supreme Court by its order dated January 18, 2022 has dismissed the civil appeal no. 8411 of 2019 filed by one of the dissenting banks against the Hon'ble NCLAT order dated August 16, 2019. The Resolution Plan has accordingly attained finality.

Promoters and entities forming part of Promoter Group have contributed Rs. 6330 lakhs (Rs. 4011.00 lakhs fresh induction and Rs. 2319.00 lakhs out of existing dues) in terms of the approved Resolution Plan.

The Company has successfully completed/handed over/ received completion certificates for the following public interest projects since the approval of the Resolution Plan:

1. Development & Operation of Bikaner-Suratgarh Section of NH-62 (Km. 553/869 of NH-11 to Km.173/000 of NH-62) in

the State of Rajasthan on DBFOT basis for Ministry of Road Transport & Highways through PWD, Rajasthan. (PCOD-96.54%).

2. Widening & Strengthening of existing National Highway from 2 Lane to 4 Lane from Km 183.000 to 163.895 of Sonapur to Guwahati Section of NH-115 (earlier NH-37 in the State of Assam on EW-II under program of NHDP Package AS-03 for National Highways Authority of India.
3. Improvement / Upgradation of roads and bridges of Shivganj-Rafiganj-Goh-Uphara-Devkund-Baidrabad Road (SH-68), Package-1 for Bihar State Road Development Corporation Ltd.
4. Rehabilitation and up gradation of Pundibari to Baxirhat section of NH-10 (earlier NH-31) from Km 770.00 to 816.00 of NH-31 in the State of West Bengal to two lanes with paved shoulders under NHDP-IV on EPC basis for Ministry of Road Transports & Highways.(In JV with ABCI)
5. Construction of residential accommodation for NHAI Staff at Dwarka, New Delhi for National Highways Authority of India.

6. Construction of two lane Railway Over bridge at Sonapat Purkhas Moi Road at Level Crossing No. 29 on Delhi Ambala Railway Line in Sonapat Distt, Haryana for Haryana State Roads and Bridges Development Corporation Ltd.
7. Construction of 96 flats (Basement + Ground + 12 storey) Tulsi Tower I/C Internal W/S, S/F, Internal Electrification works, Development work at Tulsi Nagar, Bhopal, Madhya Pradesh for Madhya Pradesh Housing & Infrastructure Development Board.
8. Construction of Police Line & Residential Quarters at Kondli Check Post, Delhi for Ministry of Home Affairs, Delhi Police through RITES Ltd.
9. Redevelopment of Police Colony Delhi Cantt, Delhi for Ministry of Home Affairs, Delhi Police through RITES Ltd.
10. Construction of 222 flats (Basement +Ground +10 storey) at Keelandev, Bhopal for Madhya Pradesh Housing & Infrastructure Development Board.
11. Construction of various buildings i/c residences of National Law University in Rajiv Gandhi Education City at Rai in Sonapat District, Haryana for PWD (B & R), Haryana

The qualification/bidding capacity of the Company has substantially increased with completion /handing over of these projects. Bank Guarantees of Rs. 199.13 crores have been released duly discharged by the clients as against Bank Guarantees of Rs. 210.51 crores outstanding as on 18.04.2018 (except the Bank Guarantees encashment of which was already accounted for in the approved Resolution Plan).

The commercial operations of toll collections for 172.384 kms of the BOT project at Suratgarh-Bikaner Section of NH-62 in the state of Rajasthan was commenced by Suratgarh Bikaner Toll Road Pvt Ltd., 100% owned subsidiary of the Company since 17.02.2019. After approval of additional length of 9.780 kms on 18.03.2021, tolling operations have already started since 01.04.2021 for 96.54% (increased from 90.86%). The balance work of the project along with the change of scope works are expected to be completed within financial year 2022-23.

The total income of the Company during the Financial year 2021-22 was Rs. 16148 lakhs on standalone basis and Rs. 26047 lakhs on consolidation basis as against Rs. 26009 lakhs on standalone basis and Rs.32234 lakhs on consolidation basis during FY 2020-21. The Company had profit after tax of Rs.6359 lakhs on standalone basis and a profit of Rs. 13 lakhs on consolidation basis during FY 2021-22 as against profit of Rs. 9334 lakhs on standalone basis and profit (including exceptional items) of Rs. 6337 lakhs on consolidation basis during FY 2020-21.

The Resolution Plan of the Company was not implemented by the working capital banks, first on the plea of pending appeals before Hon'ble NCLAT and thereafter on the plea of pending civil appeal before Hon'ble Supreme Court against NCLAT order dated 16.08.2019. After dismissal of the civil appeal by Hon'ble Supreme Court, Hon'ble NCLT by order dated 11.03.2022 inter-alia, directed implementation of the Resolution Plan by working capital banks. An appeal has been filed against order dated 11.03.2022 before Hon'ble NCLAT, which is pending adjudication. The operations of the Company are not normal due to non-implementation of the Resolution Plan by working capital Banks and the financial performance of the Company was adversely affected.

On account of cost over-run arising due to client responsibility delays, client's suspension/ termination of projects, deviation in design, change in scope of work, etc. significant amounts have been withheld. The Company is perusing its receivables and have taken all steps including arbitration proceedings and has been successful in winning some arbitration awards.

There are lot of opportunities in the core competency area of the Company. With impetus of the government on infrastructure sector, the Company is poised for growth trajectory and the level of operations is expected to increase substantially after the documentation by the working capital banks.

### Changes in the Nature of Business, if any

There has been no change in the nature of business of the Company during the financial year 2021-22. The Board of Directors in its meeting held on 28th May 2022 approved change in name of the Company from "MBL Infrastructures Ltd." to "MBL Infrastructure Ltd." and consequential changes in the Memorandum & Article of Association of the Company, subject to approval of shareholders in ensuing Annual General Meeting and such other approvals as may be required in connection thereof.

### Changes in Share Capital

During the period under review, there has been no change in the authorized and paid up share capital of the Company.

### Non-Convertible Debentures

In terms of the approved Resolution Plan, the Company had issued 0.10 % p.a. Secured Non-Convertible Debentures aggregating to Rs. 88,085 lakhs on April 30, 2018 to the working capital banks who had voted in favour of approved Resolution plan. These debentures will be reissued after reconciliation in demat form on the execution of working capital consortium documents by the Banks. The aforesaid debentures are redeemable in terms

of the approved Resolution Plan in 39 unequated quarterly installments.

The approved Resolution Plan has not been implemented by the working capital banks and as such repayment obligations has not started and the requirement of making deposits /investments equivalent to 15% of the non-convertible debentures maturing during the financial year 2022-23 or at 31st March 2023 cannot be ascertained. The Company will comply with the requirement as and when the approved resolution plan is implemented by the working capital banks.

The Company has made provisions for payment of liquidation value to dissenting financial creditors in terms of the approved Resolution Plan which will be paid in priority on documentation by the working capital banks before any recovery is made by assenting financial creditors.

### Transfer to Reserves

During the period under review, no amount is to be transferred to General Reserve.

### Dividend

The Directors do not recommend any dividend for the year.

### Management Discussion and Analysis Report

Management Discussion and Analysis Report is enclosed as **Annexure-A** and forms an integral part of this Annual Report.

### Material Changes and Commitments, if any, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of the Report

Other than as stated elsewhere in this report, there are no material changes and commitments affecting the Financial Position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of the Report.

### Annual Return

The Annual Return of the Company as on March 31, 2022 is available on the Company's website and can be accessed at weblink: <https://www.mblinfra.com/uploadingimages/pdf/pdf-1655549845.pdf>

The Company has complied with the requirement of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") relating to Corporate Governance Report ("CGR").

A section titled "Corporate Governance Report" along with the Practicing Company Secretary Certificate on Corporate Governance

pursuant to requirement of Regulation 34 read with Para C of Schedule V of the Listing Regulations confirming compliance with the conditions of the Corporate Governance is annexed as **Annexure-B** and forms integral part of this Report. The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

### Board Meetings

During the year 5 (five) Board Meetings were convened and held, details of which are provided in enclosed Corporate Governance Report. In the wake of COVID-19 pandemic and to adhere to the lockdown and social distancing norms, Directors participated in the meetings of the Board and Committees held in person/ through video conferencing/ other audio visual means. The intervening gap between the meetings was within the period/ relaxations due to COVID-19 pandemic provided/ prescribed under the Act and LODR.

### Independent Directors Declaration

The Company has received declarations from Mr. Ashwini Kumar Singh, Ms. Sunita Palita, Mr. Ranjit Datta and Mr. Ram Dayal Modi, Independent Directors of the Company confirming that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16 of LODR. In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. There has been no change in the circumstances affecting their status as independent directors of the Company and they are not aware of any circumstances or situation that could impair or impact their ability to discharge their duties with an objective independent judgement and without external influence.

### Board Evaluation

The Board, in terms of the policy devised by Nomination & Remuneration Committee and pursuant to the provisions of the Act and LODR, has carried out an annual performance evaluation of its own as well as its committees and individual directors. The manner in which the evaluation has been carried out is stated in the enclosed CGR.

### Directors & Key Managerial Personnel

The shareholders in the Annual General Meeting ('AGM') held on 7th August 2021 approved appointment of Mr. Ram Dayal Modi as an Independent Director of the Company for a period of 5 years w.e.f. 13th May 2021 and also approved appointment of Mr. Surender Aggarwal as Non-Executive Director of the Company till 30.09.2022. On the recommendation of the Nomination & Remuneration Committee and subject to approval of the shareholders in the ensuing AGM, the Board on 28.05.2022,

approved re-appointment of Mr. Surender Aggarwal as Whole-time Director /Executive Director of the Company w.e.f. 1.10.2022 upto 30.09.2023, liable to retire by rotation. Necessary consent from Mr. Surender Aggarwal to act as Whole-time Director of the Company, if appointed, and declaration that he is not disqualified to act as a director has been received. The Board is of opinion that his re-appointment is appropriate and in the best interest of the Company.

Mr. Anjanee Kumar Lakhota is liable to retire by rotation at the ensuing AGM and being eligible offers himself for reappointment. The Nomination and Remuneration Committee and the Board recommends his re-appointment for the consideration of Members of the Company at the ensuing AGM. The brief resume/profile of Mr. Anjanee Kumar Lakhota is attached with Notice for the ensuing AGM.

Pursuant to Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Mr. Anjanee Kumar Lakhota, Chairman & Managing Director, Mr. Surender Aggarwal, Executive Director, Mr. Darshan Singh Negi, Chief Financial Officer and Mr. Anubhav Maheshwari, Company Secretary and Compliance Officer.

### Directors' Responsibility Statement

The Directors hereby confirm that:

- a) in the preparation of the annual accounts for the year ended 31st March, 2022, the applicable accounting standards had been followed along with proper explanations, wherever required;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of profit of the Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls were adequate and operating effectively; and
- f) they have proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### Corporate Social Responsibility (CSR)

The CSR policy of the Company is in accordance with the requirement of the Companies (CSR policy) Rules, 2014 and is available on the company's website at [https://www.mblinfra.com/uploadimages/pdf/pdf\\_1653032390.pdf](https://www.mblinfra.com/uploadimages/pdf/pdf_1653032390.pdf). The expenditure on activities undertaken are in accordance to schedule VII of the Act.

The Annual Report on the CSR activities is enclosed as **Annexure-C** and forms integral part of this Report.

### Performance of Subsidiary Companies

The contribution of the Subsidiary Companies to the overall performance of the Company is given as note 51 of the consolidated Financial Statement. Pursuant to Section 129(3) of the Act and Ind AS-110 issued by the ICAI consolidated financial statements includes financial statement of subsidiary companies. The statement containing salient features of the financial statement of the subsidiary companies is enclosed as **Annexure-D** and forms integral part of the Report. Necessary applications have been made by MBL (Haldia) Toll Road Company Ltd and MBL (Udaipur bypass) Road Ltd to MCA for striking the name of the company as it has no business.

Suratgarh Bikaner Toll Road Company Pvt. Ltd. is a material subsidiary of the company as per thresholds laid down under Listing Regulations. The Board of Directors of the company has approved a policy for determining material subsidiaries which is in line with the Listing Regulations as amended from time to time. The policy has been uploaded on website of the company at weblink [https://www.mblinfra.com/uploadimages/pdf/pdf\\_1620742477.pdf](https://www.mblinfra.com/uploadimages/pdf/pdf_1620742477.pdf)

The Audited accounts of each subsidiary is placed on the website of the Company [www.mblinfra.com](http://www.mblinfra.com) and copy of separate financial statement in respect of each subsidiary shall be provided to any shareholder of the Company.

During the year, the Board of Directors reviewed the affairs of the Subsidiary Companies. Summary of the BOT projects undertaken by the company through its subsidiary companies is as under:

Project	SPV/ Subsidiary companies	Type	Current Status
Development & Operation of Bikaner–Suratgarh Section of NH – 15 in the State of Rajasthan	Suratgarh Bikaner Toll Road Company Private Limited	Toll	Operational (PCOD 96.54% achieved)
Strengthening, Widening, Maintaining and Operating of 18.303 kms Waraseoni- Lalbarra Road in the state of Madhya Pradesh	MBL (MP) Toll Road Company Limited	Toll + Annuity	Operational

## AUDITORS

### Statutory Auditors

M/s SARC & Associates, Chartered Accountants, (Firm Registration No. 006085N) were appointed as Statutory Auditors of the Company for a period of 5 (Five) consecutive years in the AGM held on 11th November, 2017 until the conclusion of the ensuing Annual General Meeting and is eligible for reappointment. The Auditors have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company and hold a valid certificate issued by Peer Review Board of the ICAI. The Board is of the opinion that continuation of M/s. SARC & Associates, as Statutory Auditors will be in the best interests of the Company and therefore, the members are requested to consider their re-appointment as Statutory Auditors of the Company, for a second term of five consecutive years, from the conclusion of the ensuing Annual General Meeting, till the Annual General Meeting to be held in the calendar year 2027, at such remuneration mutually agreed and approved by the Board.

The Auditors report does not contain any qualifications, reservations and adverse remarks or disclaimer. The note on financial statements referred to Auditors Report are self-explanatory and do not call for further comments. There has been no fraud reported by the Statutory Auditors during the period. The Auditors attended the previous AGM of the Company

### Secretarial Auditors

The Secretarial Audit was conducted by M/s Mehak Gupta & Associates, Practicing Company Secretary for the FY 2021-22. The Secretarial Audit Report is enclosed as **Annexure-E** and forms integral part of the Directors Report. The Secretarial Audit report does not contain any reservations or adverse remarks or

disclaimers except for delay in compliance of regulation 17 for appointment of director during the quarter ended 30th June 2020 and quarter ended 30th September 2020. The Company had made submissions before NSE & BSE and representations before the relevant Committee of NSE for delayed compliance of Regulation 17 citing reasons beyond the control of the Company, inter-alia, due to COVID-19 pandemic and it was unintentional and had requested for waiver of fine. BSE after considering the submissions made by the Company, by email dated 23.06.2021 acceded to the request of the Company and has waived the fine. However, since NSE has not granted waiver, fine was paid by the Company to NSE under protest. Further submissions have been made to NSE to take a considerate view in terms of SEBI SOP, NSE circular and decision taken by BSE and the Company has requested that fine paid under protest be refunded to it. Further response from NSE is awaited. There has been no fraud reported by the Secretarial Auditor during the period. The Board of Directors of the Company on the recommendation of the Audit Committee has appointed M/s Mehak Gupta & Associates, Practicing Company Secretary to conduct Secretarial Audit of the Company for the Financial Year 2022-23.

Pursuant to Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, issued by SEBI, the Company has also obtained Annual Secretarial Compliance Report from M/s. Anjali Yadav & Associates, Practicing Company Secretaries, on compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder and the copy of the same has been submitted with the Stock Exchanges within the prescribed due date.

The Secretarial Audit Report of Kuldeep Dahiya & Associates, Practicing Company Secretary, for material unlisted company is enclosed as **Annexure-F**. The Secretarial Audit report does not contain any reservation or adverse remarks or disclaimers. There has been no fraud reported by the Secretarial Auditor during the period.

### Cost Auditors

As per the requirements of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, company is required to maintain cost records and accordingly such accounts are made and maintained every year. The Board of Directors on the recommendation of Audit Committee has appointed M/s Dipak Lal & Associates, Cost Accountant as Cost Auditors of the Company for the Financial Year ending 2022-23 at a remuneration of Rs. 35,000/- (Rupees Thirty five thousand only) plus applicable taxes and reimbursement of out of pocket expenses, subject to ratification by members in the ensuing AGM.

The Cost Audit report for FY 2020-21 does not contain any qualification or reservation or adverse remark or disclaimer. There has been no fraud reported by the Cost Auditor during the year.

### Particulars of Loans, Guarantees or Investments

Details of loans, guarantees or investments made under Section 186 of the Act are given in the note to the financial statements.

### Particulars of Contract or Arrangements with Related Parties

The Company related party transactions ("RPT") are with its Subsidiary Companies, Special Purpose Vehicles, Associate Companies, Joint Ventures/Enterprise-Participation, which are entered for synergy of operation, long-term sector environment strategy, legal requirements, liquidity and capital requirement of Subsidiary Companies, Associate Companies, Joint Venture/Enterprise Participation.

All contracts/arrangements/transactions entered by the Company with related parties for the year under review were on arm's length basis and in the ordinary course of business. Hence, disclosure in form AOC-2 under the Act read with the rules made therein is not required. The shareholders in the Annual General Meeting held on 29th September, 2018 have approved to undertake related party transactions for a period of five years not exceeding aggregate amount of Rs. 1000 crores per annum. The Company has not entered into any contract/ arrangement/ transaction which would be considered as material in accordance with the policy of the Company on the materiality of the related party transaction. The details of RPT transactions forms part of the notes to audited financial statements.

None of the transaction with any related parties were in conflict with the Company interest.

The policy on Related Party Transactions as approved by the Board may be accessed on the weblink [https://www.mblinfra.com/uploadimages/pdf/pdf\\_1655285644.pdf](https://www.mblinfra.com/uploadimages/pdf/pdf_1655285644.pdf)

### Significant and Material Orders

The civil appeal filed against the Hon'ble NCLAT order dated 16.08.2019 was dismissed by Hon'ble Supreme Court by order dated 18.01.2022 whereby the Hon'ble Supreme Court has, inter alia, upheld the Resolution Plan. The Resolution Plan has attained finality with the dismissal of the civil appeal by Hon'ble Supreme Court. After dismissal of the civil appeal by Hon'ble Supreme Court, Hon'ble NCLT by order dated 11.03.2022 inter alia, directed implementation of the Resolution Plan by working

capital banks. An appeal has been filed against order dated 11.03.2022 before Hon'ble NCLAT, which is pending adjudication. There are no other significant and material orders passed during the year by the regulators, courts or tribunals impacting the going concern status and Company's operations in the future.

Further the members' attention is drawn to the notes forming part of Financial Statements including statement of contingent liabilities and commitments.

### Details of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo:

- i) Conservation of energy is an ongoing process in the Company's activities. As the core activities of the Company are not energy intensive activity, no information is to be furnished regarding conservation of energy.
- ii) The Company had not undertaken any research and development activity for any manufacturing activity nor was any specific technology obtained from any external sources, which needs to be absorbed or adapted.
- iii) During the period under review, the Company has not made any expenditure nor made any earnings in foreign currency.

### Risk Management

The Company has a mechanism in place to inform Board Members about the risk assessment and minimization procedures. The Company has in place Risk Management Policy and Risk Manual which helps in framing, implementing and monitoring the risk management plan of the Company. The details of the identification of the various risk associated with the business of the Company which in the opinion of the Board may threaten existence of the Company is detailed in the enclosed Management Discussion & Analysis Report ("MDAR").

### Committees of Board

The Board of Directors have the following committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee

Apart from above, the Board has two (non-statutory) committees namely Banking Committee and Management Committee.

The composition, terms of reference and number of meetings of the Committees during the period under review and changes made therein is covered in the enclosed CGR.

## Particulars of the Employees

During the period under review no employee was paid remuneration in excess of the limit specified under Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014. Disclosure pursuant to Section 197(12) of the Act forms part of Report. The Reports and Accounts are being sent to Members and other entitled thereto, excluding the information on employee's particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on any working day. If any member is interested in obtaining a copy thereof, such member may write to Company Secretary in this regard.

## Remuneration Policy

The Company has in place Remuneration Policy for Directors, Key Managerial Personnel and Senior Management Personnel to align with the requirement of the Act and LODR. The brief particulars of the remuneration policy are stated in the enclosed CGR and is available on the website of the company at weblink [https://www.mblinfra.com/uploadimages/pdf/pdf\\_1586685957.pdf](https://www.mblinfra.com/uploadimages/pdf/pdf_1586685957.pdf). There has been no changes in the policy during the year.

## Statement in respect of Adequacy of Internal Financial Controls with Reference to the Financial Statements

The purpose of the internal control is to prevent risk arising in course of operations by adopting appropriate controls and process, especially with regard to conformity with the laws, compliance with the strategy, the quality of accounting and reporting, and the quality of process and protection of assets amongst others.

Your Company has an effective internal control system commensurate to its size, scale and complexities of its operations. The Company has in-house Internal Audit Department comprising of professional executives. The Internal Audit Department has conducted the Internal Audit in line with the scope formulated, functioning, periodicity and methodology agreed with the Audit Committee. The Internal Audit Department monitors and evaluates the efficacy and adequacy of the internal control system in the Company, its compliance with operating systems and accounting procedures and policies adopted by it. Based on the reports of the internal audit, process owners undertake corrective action in their respective areas and thereby strengthening the controls. The Company has appointed consultants/professionals to conduct Cost Audit and Secretarial Audit and observations made, if any, are reviewed by the Management periodically and corrective actions, if required, are taken.

## Whistle Blower Policy/ Vigil Mechanism

The Company has in place Vigil Mechanism/ Whistle Blower Policy for director and employees to report genuine concerns. The policy is available on the website of the Company [www.mblinfra.com](http://www.mblinfra.com) and the brief particulars of the establishment of Vigil Mechanism is provided in the enclosed CGR.

## Deposits

During the period under review, no deposits were accepted by the Company.

## Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Your Company has in place a policy on Prevention of Sexual Harassment at workplace. This policy is in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees, whether permanent, contractual, temporary and trainees are covered under this Policy. As per the said Policy, an Internal Complaints Committee is also in place to redress complaints received regarding sexual harassment. During the period under review, no complaint was pending neither any complaint was filed pertaining to Sexual Harassment Policy.

## Acknowledgements

We convey our grateful appreciation for the valuable patronage and co-operation received and goodwill enjoyed by the Company from all the Stakeholders, its esteemed customers, shareholders, business associates, banks, financial institutions, Government authorities and other stakeholders.

We place on record our appreciation to the contribution made by the employees at all levels.

By Order of the Board  
For **MBL Infrastructures Ltd.**

Place: New Delhi  
Date: 28th May 2022

**Anjanee Kumar Lakhotia**  
Chairman & Managing Director