

**FORM NO. MGT-7**

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

**Annual Return**

(other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

**I. REGISTRATION AND OTHER DETAILS**

(i) \* Corporate Identification Number (CIN) of the company

L27109DL1995PLC338407

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AACCM0564C

(ii) (a) Name of the company

MBL INFRASTRUCTURE LIMITED

(b) Registered office address

Baani Corporate One Tower Suite # 308, 3rd Floor, Plot No.  
5, Jaso la, NA  
New Delhi  
South Delhi  
Delhi  
110035

(c) \*e-mail ID of the company

CS\*\*\*\*\*RA.COM

(d) \*Telephone number with STD code

01\*\*\*\*\*82

(e) Website

www.mblinfra.com

(iii) Date of Incorporation

25/08/1995

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh  
roli (West ), NA

(vii) \*Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 30/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SURATGARH BIKANER TOLL RC	U45400WB2012PTC174476	Subsidiary	100
2	MBL (MP) TOLL ROAD COMPAN	U45204DL2011PLC226845	Subsidiary	100

3	MBL PROJECTS LIMITED	U45400DL2012PLC246052	Subsidiary	100
4	AAP INFRASTRUCTURE LIMITED	U45201WB2002PLC095575	Subsidiary	100
5	MBL HIGHWAY DEVELOPMENT	U45400DL2011PLC223984	Subsidiary	100
6	MBL (MP) ROAD NIRMAN COM	U45203DL2013PLC249216	Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	105,000,000	104,754,624	104,754,624	104,754,624
Total amount of equity shares (in Rupees)	1,050,000,000	1,047,546,240	1,047,546,240	1,047,546,240

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	105,000,000	104,754,624	104,754,624	104,754,624
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,050,000,000	1,047,546,240	1,047,546,240	1,047,546,240

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	18	104,754,606	104754624	1,047,546,2	1,047,546,2	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	18	104,754,606	104754624	1,047,546,2	1,047,546,2	
Preference shares						

<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
<b>Before split / Consolidation</b>	Number of shares			
	Face value per share			
<b>After split / Consolidation</b>	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☐ No

☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes

☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting				<input style="width: 100%;" type="text"/>			
Date of registration of transfer (Date Month Year)				<input style="width: 100%;" type="text"/>			
Type of transfer		<input style="width: 50%;" type="text"/>		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input style="width: 50%;" type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 50%;" type="text"/>	
Ledger Folio of Transferor				<input style="width: 100%;" type="text"/>			
Transferor's Name		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input style="width: 100%;" type="text"/>			
Transferee's Name		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>	
		Surname		middle name		first name	
Date of registration of transfer (Date Month Year)				<input style="width: 100%;" type="text"/>			
Type of transfer		<input style="width: 50%;" type="text"/>		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input style="width: 50%;" type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 50%;" type="text"/>	

Ledger Folio of Transferor							
Transferor's Name							
	Surname		middle name		first name		
Ledger Folio of Transferee							
Transferee's Name							
	Surname		middle name		first name		

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	8,808,504,650	1	8,808,504,650
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			8,808,504,650

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	8,808,504,650	0	0	8,808,504,650
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

(i) Turnover

574,286,089.64

(ii) Net worth of the Company

12,441,991,860.96

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	13,358,716	12.75	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	35,541,090	33.93	0	
10.	Others LLP	21,700,000	20.72	0	
	<b>Total</b>	70,599,806	67.4	0	0

Total number of shareholders (promoters)

7

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	25,837,945	24.67	0	
	(ii) Non-resident Indian (NRI)	798,410	0.76	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	237	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	4,436	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	7,496,240	7.16	0	
10.	Others          Clearing Corporation	17,550	0.02	0	
	<b>Total</b>	34,154,818	32.61	0	0

**Total number of shareholders (other than promoters)**

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	8	7
Members (other than promoters)	21,877	20,350
Debenture holders	7	7

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	1	0	12.75	0
<b>B. Non-Promoter</b>	1	4	1	4	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>2</b>	<b>4</b>	<b>2</b>	<b>4</b>	<b>12.75</b>	<b>0</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ANJANEE KUMAR LAI	00357695	Managing Director	13,358,716	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SUNITA PALTA	03612793	Director	0	25/05/2024
RANJIT DATTA	07121651	Director	0	
RAM DAYAL MODI	03047117	Director	0	
MEGHA SINGH	10565795	Additional director	0	
SURENDER AGGARWAL	07272927	Whole-time director	0	
DARSHAN SINGH NEOG	ADLPN2979F	CFO	1	
ANUBHAV MAHESHWARI	AEJPM5446F	Company Secretary	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
ASHWINI KUMAR SINGH	00365901	Director	31/03/2024	Cessation
MEGHA SINGH	10565795	Additional director	30/03/2024	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	12/08/2023	20,826	79	71.44

**B. BOARD MEETINGS**

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/05/2023	6	6	100
2	15/07/2023	6	6	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	12/08/2023	6	6	100
4	11/11/2023	6	6	100
5	14/02/2024	6	6	100
6	30/03/2024	6	6	100

#### C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	29/05/2023	4	4	100
2	AUDIT COMM	12/08/2023	4	4	100
3	AUDIT COMM	11/11/2023	4	4	100
4	AUDIT COMM	14/02/2024	4	4	100
5	NOMINATION	26/05/2023	4	4	100
6	NOMINATION	30/03/2024	4	4	100
7	CORPORATE	26/05/2023	3	3	100
8	CORPORATE	11/11/2023	3	3	100
9	STAKEHOLDER	11/11/2023	3	3	100
10	INDEPENDENT	26/05/2023	4	4	100

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								30/09/2024 (Y/N/NA)
1	ANJANEE KU	6	6	100	6	6	100	Yes
2	SUNITA PALT	6	6	100	10	10	100	Yes

3	RANJIT DATT	6	6	100	7	7	100	Yes
4	RAM DAYAL	6	6	100	4	4	100	Yes
5	MEGHA SING	0	0	0	0	0	0	Yes
6	SURENDER A	6	6	100	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANJANEES KUMAR	CHAIRMAN & M	9,000,000	0	0	0	9,000,000
2	SURENDER AGGARWAL	EXECUTIVE DIR	1,500,000	0	0	0	1,500,000
	Total		10,500,000	0	0	0	10,500,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DARSHAN SINGH	CFO	1,800,000	0	0	0	1,800,000
2	ANUBHAV MAHESHWARI	COMPANY SEC	4,200,000	0	0	0	4,200,000
	Total		6,000,000	0	0	0	6,000,000

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ASHWINI KUMAR	INDEPENDENT	0	0	0	270,000	270,000
2	SUNITA PALTA	INDEPENDENT	0	0	0	270,000	270,000
3	RANJIT DATTA	INDEPENDENT	0	0	0	180,000	180,000
4	RAM DAYAL MODI	INDEPENDENT	0	0	0	250,000	250,000
	Total		0	0	0	970,000	970,000

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

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**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil 

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Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil 

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Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

ANJALI YADAV

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

7257

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 06 dated 04/07/2024

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

### To be digitally signed by

Director

Digitally signed by  
SURENDER  
AGGARWAL  
Date: 2024.11.28  
12:27:59 +05'30'

DIN of the director

0\*2\*2\*2\*

### To be digitally signed by

Digitally signed by  
ANUBHAV  
MAHESHWARI  
Date: 2024.11.28  
12:38:03 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number 2\*8\*9

Certificate of practice number

### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

### List of attachments

MGT-8\_MBL Infra\_2023-24.pdf  
Note MGT-7 2023-24.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**Form No. MGT-8**

[Pursuant to section 92(2) of the Companies Act, 2013 and  
Rule 11(2) of Companies (Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I, have examined the registers, records, books and papers of **MBL Infrastructure Limited (Formerly known as MBL Infrastructures Limited)** [CIN: L27109DL1995PLC338407] ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the Rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2024. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I hereby certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act and Rules made thereunder in respect of:

**1. Its status under the Act**

Its status under the Act is Active-compliant. The equity shares of the Company are listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). Presently, the Registered & Corporate office of the Company is situated at Baani Corporate One Tower, Suite #308, 3<sup>rd</sup> Floor, Plot No. 5, Jasola, New Delhi – 110025.

**2. Maintenance of registers/records & making entries therein within the time prescribed therefore**

The Company has maintained registers/records and made entries therein within the time prescribed under the Act.

**3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time**

The Company is generally regular in filing of e-forms and returns with the Registrar of Companies within the time limit prescribed under the Act and those which are beyond the prescribed time limit have been duly filed with the additional fees prescribed under the Act.



Further, as per the information and explanation given to me, during the period under review, the Company for matters related to Act, was not required to file any form and return with the Regional Director, Central Government, the Tribunal, Court or any other authority.

- 4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed**

The Company has called, convened and held meetings of Board of Directors or its Committees and the meeting of the Members of the Company within due dates, as stated in the Annual Return and in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed.

Further, no resolution(s) were passed through by Postal Ballot.

- 5. Closure of Register of Members/ Security holders, as the case may be**

The Company in compliance with Section 91 of the Act had closed the Register of Members and Share transfer Books from 23<sup>rd</sup> September, 2024 to 30<sup>th</sup> September, 2024 (both days inclusive).

- 6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act**

As per information and explanation given to me, the Company has not given any advance/loan to its directors and/or to another person in whom director is interested. Further, no security has been provided by the Company to the parties covered under Section 185 of the Act.

- 7. Contracts/arrangements with related parties as specified in section 188 of the Act**

As per information and explanation given to me, the contracts/arrangements/transactions entered by the Company with related parties were in the ordinary course of business and on arm's length basis and within the limits approved by the shareholders.

- 8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances**

As per information and explanation given to me, no allotment/buy back of securities/alteration or reduction of share capital/ conversion of shares/ securities took place during the financial year 2023-24. No request for transfer of shares has been received during the Financial Year 2023-24.

**9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act**

During the year under review, the Company has not declared dividend nor offered any right shares or bonus shares. Therefore, the requirement of keeping in abeyance the above does not arise.

**10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act**

The Company had not declared any dividend during the financial year 2023-24. However, during the financial year under review, an amount of Rs. 49,645 has been transferred from the unpaid/ unclaimed dividend Account of the Company for the financial year 2015-16 to the Investor Education and Protection Fund ("IEPF") in accordance with Section 125 of the Act.

**11. Signing of Audited Financial Statements as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof during the review**

The Audited Financial Statements and Board's Report for the Financial Year 2023-24 have been duly signed as per the requirements of Section 134 of the Act.

Further, the Board's Report for the financial year 2023-24 contains all the details/particulars required under sub section (3) of section 134 of the Companies Act, 2013.

Further, no qualification, reservation or adverse remark or disclaimer is made by the auditor in its report. Thus, the Company was not required to contain in the Board's Report, explanations or comments by the Board under sub section (4) of section 134 of the Companies Act, 2013.

Further, the Board's Report also includes Directors' Responsibility Statement as prescribed under Section 134, sub section (5) of the Companies Act, 2013.

**12. Constitution/ appointment/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them as per the provisions of the Act**

The Board of Directors is duly constituted in accordance with the provisions of the Act and SEBI (LODR) Regulations, 2015. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and SEBI (LODR) Regulations. The remuneration of Director and Key Managerial Personnel was in compliance with the applicable provisions of the Act and requisite disclosures for the same were made in Board's Report.

**13. Appointment/ re-appointment of auditors were as per the provisions of section 139 of the Act**

M/s SARC & Associates, Chartered Accountants, (Firm Registration No. 006085N) was re-appointed as Statutory Auditors of the Company in the Annual General Meeting of the Company held on 30<sup>th</sup>

July, 2022 to hold office for a period of (five) 5 years until the conclusion of 32<sup>nd</sup> Annual General Meeting of the Company to be held in the calendar year 2027.

Further, no filling up of casual vacancies of auditors has occurred during the Financial Year 2023-24.

**14. Approvals required to be taken from the Central Government, Tribunals, Regional Director, Registrar Court or such other authorities under the various provisions of the Act**

The Company was not required to obtain any approvals from Central Government, Regional Director or such other authorities under the various provisions of the Act.

**15. Acceptance/ renewal/ repayment of deposits**

As per the information and explanations provided, the Company has not accepted or renewed or repaid any deposits during the Financial Year as per the provisions of Section 73 to 76 of the Act.

**16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable**

As per the information and explanations provided to me, the Company during the period under review has not borrowed any money from its directors, members, public financial institutions and others.

**17. Loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act**

As per the information and explanations provided to me, during the year the Company has complied with the provisions of Section 186 of the Act, with respect to the loans and investments made. Details of loans, guarantees or investments made under Section 186 of the Act are given in the notes to the Financial Statements.

**18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company**

During the year under review, the Company has not altered its Memorandum of Association and/or Articles of Association of the Company.

Place: New Delhi  
Date: November 28, 2024

**For Mehak Gupta & Associates**

**Company Secretaries**

MEHAK  
GUPTA

Digitally signed by  
MEHAK GUPTA  
Date: 2024.11.28  
10:29:30 +05'30'

**Mehak Gupta  
(Proprietor)**

**COP. No.:15013**

**Membership No.: F10703**

**Peer Review No.: 1643/2022**

**UDIN: F010703F002941807**

## NOTES

### Point no- VI Shareholding Pattern

#### a) Break up of Shareholding Pattern:


Category	No. of shares	% of shareholding
Promoters	70,599,806	67.40
Non- Promoters	34,154,818	32.60
<b>Total</b>	<b>10,47,54,624</b>	<b>100.00</b>

However, due to technical constraint, the shareholding of Promoters and entities forming part of Promoters and Promoter Group is shown as 67.39% and the shareholding of Non-Promoters is shown as 32.61%.

### Point no- IV Debentures

#### a) Non-convertible Debentures: The figures are subject to reconciliation in terms of the Resolution Plan approved under IBC, 2016.

For MBL Infrastructure Ltd.

  
(Anubhav Maheshwari)  
Company Secretary \*

## **MBL Infrastructure Ltd.**

(Formerly MBL Infrastructures Ltd.)

Registered & Corporate Office : Baani Corporate One, Suite no. 308, 3rd Floor, Plot No. 5, Commercial Centre, Jasola, New Delhi-110 025  
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