MBL INFRASTRUCTURE LTD.

CIN L27109DL1995PLC338407
Regd. & Corp Off.: Baani Corporate One Tower, 308, 3rd Floor,
Plot No. 5, District Commercial Centre, Jasola, New Delhi - 110 025
Tel: +91- 011 44792982, email: cs@mblinfra.com
Website: www.mblinfra.com

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the Members of the Company will be held on Saturday, 12th September, 2026 at 3:00 p.m. 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, 2026 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, 2026 and the Report of Auditors thereon.

2. To appoint a Director in place of Mr. Anjanee Kumar Lakhotia (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 **Special Resolution**:

    "RESOLVED THAT pursuant to the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any amendment thereto or re-enactment thereof) and Rules made thereunder, and subject to other approvals, if any, consent of the Company be and is hereby accorded for remuneration payable to Mr. Anjanee Kumar Lakhotia (DIN 00357695) as Managing Director of the Company for remaining tenure of two years w.e.f 25th May, 2027, as set out in the Explanatory Statement annexed to the Notice.

    RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board" which term shall include any Committee constituted by Board) of the Company be and is hereby authorized to vary and/or modify the remuneration payable to Mr. Anjanee Kumar Lakhotia in such manner as may be considered appropriate and in the best interest of the Company and as and may be permissible at law and as may be agreed upon with Mr. Anjanee Kumar Lakhotia.

    RESOLVED FURTHER THAT in the event of any loss or absence of adequate profits of the Company in any financial year/period in between the term of Mr. Anjanee Kumar Lakhotia, the Members of the Company hereby approve the payment of remuneration to Mr. Anjanee Kumar Lakhotia as approved at this Annual General Meeting notwithstanding the fact that such remuneration may be in excess of the limits specified in Schedule V to the Companies Act.

    RESOLVED FURTHER THAT the Board 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 **Special Resolution**:

    "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and Rules made thereunder, and subject to other approvals, if any, consent of the Company be and is hereby accorded for re-appointment of Mr. Surender Aggarwal (DIN: 07272927) as an Executive Director/Whole Time Director of the Company w.e.f. 01.10.2026 upto 30.09.2027, liable to retire by rotation, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice.

    RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board" which term shall include any Committee constituted by Board) of the Company be and is hereby authorized to vary and/or modify the remuneration payable to Mr. Surender Aggarwal in such manner as may be considered appropriate and in the best interest of the Company and as and may be permissible at law and as may be agreed upon with Mr. Surender Aggarwal.

    RESOLVED FURTHER THAT in the event of any loss or absence of adequate profits of the Company in any financial year/period in between the term of Mr. Surender Aggarwal, the Members of the Company hereby approve the payment of remuneration to Mr. Surender Aggarwal as approved at this Annual General Meeting notwithstanding the fact that such remuneration may be in excess of the limits specified in Schedule V to the Companies Act.

    RESOLVED FURTHER THAT the Board 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 **Special Resolution:**

    "RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read together SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Listing Regulations), including any statutory modification(s) or re-enactment thereof, for the time being in force and Company's Policy on Related Party Transactions, and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for entering into and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with related parties being Subsidiary Companies, Special Purpose Vehicle, Associate Companies and Joint Venture/

Enterprises participation, as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) / arrangement(s) / transaction(s) /renewal(s) /extension(s) / modification(s) of earlier contract(s) /agreement(s) /arrangement(s) /transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for a period of 1 year from the date of this Annual General Meeting on such terms and conditions as detailed in the Explanatory Statement to the this resolution and as may be mutually agreed between the related parties and the Company, such that the maximum value of related party transactions with such parties, in aggregate does not exceed the value stated in the explanatory statement.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as it may deemed fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary document(s), tender(s), contract(s), agreement(s) and such other document(s) as may be required, seeking all necessary approvals to give effect to this resolution for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

6. 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 ₹40,000/- (Rupees Forty 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 2026-27 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 any Committee constituted by it) 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 Infrastructure Ltd.**

Date: 11th August, 2026
Place: New Delhi

Anubhav Maheshwari
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs (MCA), inter-alia, vide its General circular dated September 22, 2025 read with circulars issued earlier on the subject ("MCA Circulars") and Securities Exchange Board of India (SEBI), inter-alia, vide its circulars dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars") have permitted to conduct 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. 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 dispended 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 5th September, 2026 to 12th September, 2026 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 6 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 e-voting 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 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Depositories / MUFG Intime India Private Limited, RTA. AGM Notice along with Annual Report 2025-26 will also be available on the website of the Company at www.mblinfra.com, website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL i.e. www.evoting.nsdl.com.

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

(b) Members holding shares in physical mode and who have not registered /updated their email address with the Company are requested to register /update the same by writing to the Company with the details of Folio number and attaching a self-attested copy of PAN card at cs@mblinfra.com or at delhi@in.mpms.mufg.com.

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), the Secretarial Standard on General Meetings (SS-2) issued by the ICSI 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
9.00 a.m. Wednesday, 9th September, 2026	5.00 p.m. Friday, 11th September, 2026

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. 5th September, 2026 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 5th September, 2026.

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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

(A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	(a) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

(b) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re- directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

(c) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

(d) 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

(e) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store   Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat m ode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09 911.

(B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.

4. 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***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) 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.

   c) How to retrieve your 'initial password'?

      (i) 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'.

   (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   IV. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system.

How to cast your vote electronically and join AGM on NSDL e-Voting system?

(a) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

(b) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

(c) Now you are ready for e-Voting as the Voting page opens.

(d) 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.

(e) Upon confirmation, the message "Vote cast successfully" will be displayed.

(f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

(g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-voting" tab in their login.

2. Any person holding shares in physical form and non- individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 05th September, 2026 may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. 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" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 5th September, 2026 may follow steps mentioned in the Notice of the AGM under Step 1:"Access to NSDL e-Voting system".

3. 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.

4. 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 022-48867000 and 022-2499700 or send a request to Ms. Pallavi Mhatre, DVP, NSDL at evoting@nsdl.com

5. 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.

6. 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 an authorised person who shall countersign the same and declare the results of voting forthwith.

7. The resolutions shall be deemed to be passed on the date of AGM subject to receipt of the requiste 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.

8. Process for those shareholders 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 resolutions 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.

   (b) 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. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

   (c) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

   (d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

9. The instructions for Members for e-voting on the day of the AGM are as under:

   (a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

   (b) Only those Members/ shareholders, 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.

   (c) 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.

   (d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

10. Instructions for Members for attending the AGM through VC/OAVM are as under:

(a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join AGM" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

(b) 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 05th September, 2026 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 AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

(c) The Members can join the AGM in the VC/OAVM mode 30 minutes before and after 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 15 minutes after commencement of meeting.

(d) Members are encouraged to join the Meeting through Laptops for better experience.

(e) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

(f) 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.

(g) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and may send their request/questions mentioning their name, demat account number/folio number, email id, mobile number at cs@mblinfra.com latest by 5:00 p.m. (IST) on 5th September, 2026 to enable the company to reply suitably at the Meeting.

(h) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

(i) 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.

(j) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

(k) Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Asst. Vice President, NSDL and / or Ms. Pallavi Mhatre, DVP, NSDL at evoting@nsdl.com or call 022-48867000 / 022-24997000.

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

ITEM NO. 3:

The shareholders of the Company on 12th August, 2023 had approved re-appointment of Mr. Anjanee Kumar Lakhotia as Managing Director of the Company for a period of 5 (Five) years w.e.f 25th May, 2024 and had approved payment of remuneration for a period of 3 years w.e.f 25th May, 2024.

Mr. Anjanee Kumar Lakhotia is Chartered Accountant and Promoter Director of the Company. He has more than three decades of experience in the infrastructure industry. The Board of Directors ('Board') after considering the recommendation of Nomination & Remuneration Committee and evaluation done by Independent directors in their respective meetings held on 30th May, 2026, was of the opinion that Mr. Anjanee Kumar Lakhotia fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder. The proposed remuneration is justified in line with the trend prevailing in the industry and responsibilities of Mr. Anjanee Kumar Lakhotia, as Managing Director of the Company. The Board considered and approved payment of remuneration as detailed herein for the remaining tenure of 2 years of Mr. Anjanee Kumar Lakhotia as Managing Director of the Company, subject to approval of the Shareholders:

Remuneration: ₹12,50,000/- (Rupees Twelve Lakhs Fifty Thousand Only) per month (in the grade of ₹12,50,000/- to ₹18,00,000/- per month). The Board is authorized in its absolute discretion to increase the same from time to time within the aforesaid range provided it remains in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time.

Period: 2 years w.e.f. 25th May, 2027

Perquisites & Allowances

a) Car facility, telecommunication facility and Hospitalization and major medical expenses as per Rules of the Company.

b) Leave and encashment of unavailed leave as per Rules of the Company.

c) Contribution to Provident Fund, Superannuation fund or annuity fund or Gratuity fund as per the Rules of the Company

d) Other Perquisites:-

Other allowances, benefits and perquisites as the Board may from time to time decide.

He shall also be entitled to reimbursement of the actual business entertainment and travelling expenses incurred by him with regard to business of the Company and reimbursement of such expenses will not be treated as an item of perquisites for him. As long he functions as such, he shall not be entitled to any sitting fee for attending the Board Meeting and /or Board Committee meeting. The appointment can be terminated either by the Managing Director himself or the Board by serving three months notice in writing to the other.

Mr. Anjanee Kumar Lakhotia will continue to be Key Managerial Personnel of the Company under section 203 of the Companies Act, 2013.

The Company is not in default in payment of dues to any bank or any financial institution or non-convertible debentures holder or to any other secured creditor.

As per Section 190 of the Companies Act, 2013 a copy of contract of service/written memorandum in writing entered with Mr. Anjanee Kumar Lakhotia as Chairman & Managing Director is open for inspection by the members at the Registered Office of the Company.

Additional information in respect of Mr. Anjanee Kumar Lakhotia, pursuant to Schedule V of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is appearing in the Annexure I & Annexure II to this Notice.

Mr. Anjanee Kumar Lakhotia is deemed to be concerned or interested in the resolution. His relatives to the extent of their shareholding in the Company may be deemed to be concerned or interested. Except Mr. Anjanee Kumar Lakhotia and his relatives, 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 Special Resolution as set out in Item No. 3 of the Notice for approval by the Members.

ITEM NO. 4:

The Board of Directors ('the Board') in its meeting held on 30th May, 2026 on the recommendation of Nomination & Remuneration Committee and evaluation done by Independent directors in their respective meetings held on 30th May, 2026, approved re-appointment of Mr. Surender Aggarwal (DIN: 07272927) as Executive Director/Whole Time Director of the Company for a period of 1 year w.e.f 01.10.2026, liable to retire by rotation and subject to approval of the Shareholders.

The Company has received requisite consent from Mr. Surender Aggarwal including confirmation under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that he is eligible to be appointment as Executive Director/Whole time Director of the Company. Mr. Surender Aggarwal is not debarred from appointment pursuant to any order of SEBI or any other authority. The Company has received a notice from a member under Section 160 of the Act proposing re-appointment of Surender Aggarwal as Executive Director/ Wholetime Director of the Company.

Mr. Surender Aggarwal is also a Whole-time Director of Suratgarh Bikaner Toll Road Company Pvt. Ltd. (SBTRCPL), a 100% Subsidiary of the Company.

The terms and conditions for his re-appointment are as follows:

Tenure of Appointment: For a period of one year w.e.f 01.10.2026

Remuneration: ₹3,25,000/- (Three Lakhs Twenty Five Thousand Only) per month (in the grade of ₹3,25,000/- to ₹4,50,000/- per month). The Board is authorized in its absolute discretion to increase the same from time to time within the aforesaid range provided it remains in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time.

Mr. Surender Aggarwal shall be entitled to reimbursement of actual business and travelling expenses incurred by him with regard to business of the Company and reimbursement of such expenses will not be treated as an item of perquisites for him. He shall not be entitled for any sitting fee for attending the Board and/or Board Committee meeting.

Mr. Surender Aggarwal shall exercise such powers and functions, as may be delegated by the Board of Directors of the Company. The above appointment can be terminated either by the Whole-time Director himself or the Board of the Company by serving three months' notice in writing to the other.

Mr. Surender Aggarwal will act as Key Managerial Personnel of the Company under section 203 of the Companies Act, 2013.

The Company is not in default in payment of dues to any bank or any financial institution or non-convertible debentures holder or to any other secured creditor.

As per Section 190 of the Companies Act, 2013 a copy of contract of service/ written memorandum in writing entered with Mr. Surender Aggarwal as Executive/Whole-time Director is open for inspection by the members at the Registered Office of the Company.

Additional information in respect of Mr. Surender Aggarwal pursuant to Schedule V of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is appearing in the Annexure I & Annexure II to this Notice.

Except Mr. Surender Aggarwal and his relatives, 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 Special Resolution as set out in Item No. 4 of the Notice for approval by the Members.

ITEM NO. 5:

The Shareholders of the Company in 30th Annual General Meeting held on 20.09.2025 had accorded approval for entering into Material Related Parties Transaction upto amount of ₹2,000 crores. The said approval is valid till the ensuing Annual General Meeting. It is proposed to seek afresh approval of the shareholders upto an amount of ₹4,000 crores, which shall be valid for a period of one year from the ensuing Annual General Meeting.

The Company specializes in executing civil engineering infrastructure projects. These projects/contracts/tenders are entered with Authorities being Central Government, State Governments, PWD of various States etc and/or with private /non- government authorities and are undertaken/ executed by the Company on its own or through incorporation of new subsidiary company as a Special Purpose Vehicle or associate company or joint venture/enterprises-participation, from time to time.

After the Company is awarded the tender, contract/agreement has to be executed within specified time period. Pursuant to requirement of the contract/agreement, the Company is immediately required to incorporate a new subsidiary company. / associate company/ joint venture/enterprises-participation for execution of the agreement/ contract. All rights/ obligations/responsibilities for execution of the contract is entrusted on the newly incorporated subsidiary company/ associate company/joint venture/enterprises-participation.

In view of the limited time available to comply with the requirement of the contract/agreement including incorporation of subsidiary company/ associate company/ joint ventures/enterprises-participation, all requisite approvals as done in the past are obtained by the Company before or after execution of the contract/ agreement, as the case may be. The said modus operandi of execution of contract/agreement/tender is been followed by the Company and apart from being in compliance with the applicable laws and regulations is also a prevailing sector practice.

The nature of transactions executed with the related party is of contract/sub-contract, purchase/sale of good & services, expenses/ reimbursement of expense by/for the Company for/by subsidiary companies, special purpose vehicle, associate companies, joint ventures/ enterprise participation, providing corporate guarantee(s)/securities etc. The accounts of the subsidiary company or associate company or joint venture or enterprises-participation is consolidated with the accounts of MBL Infrastructure Ltd in compliance with the applicable laws and regulation.

As per the provisions of Section 188 of the Companies Act 2013 read with rules made therein, any contract or arrangement with the related parties which are at arms-length and in ordinary course of business do not require prior approval of the shareholders. However, in terms of SEBI (LODR) Regulation, 2015 all material transactions including those which are at arms-length and in ordinary course of business require prior approval of the shareholders. According to SEBI Listing Obligations transactions are said to be considered material, if the transactions to be entered individually or taken together with previous transactions during a financial year exceeds 10% of the consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. 10% of the annual consolidated turnover of the Company as per last audited financial statement i.e. F Y 2025-26 is ₹27.16 crores.

In view of the prior approval and considering the fact that the list of the related parties will change dynamically with no action on the part of the Company and to facilitate seamless execution of work between the Company and related parties, the Company propose to take the approval of members. Further the agreed value of such transactions with the related parties going forward may exceed the limits prescribed under the Companies (Meetings of Board and its Power) Rules, 2014 and may be material as per SEBI listing obligations. Since the Company, as explained above, will not be able to identify the name of the related party with which transactions will be executed going forward and matrix of the sector in which it operates, it is proposed that shareholders approval be sought for execution of transactions with related parties within the limit of ₹4,000 crores for a period of 1 year from the ensuing Annual General Meeting. This would enable the company for optimum utilisation of resources of the Company as well as will be commercially prudent. The Audit Committee in its meeting held earlier has also recommended execution of related party transactions.

The approval of shareholders is not required for transactions entered between the holding company and its wholly owned subsidiary company and transactions entered by two wholly owned subsidiary companies, whose accounts are consolidated with the holding company and placed the shareholders for approval.

Details of proposed transactions are as follows:

1	**Name of the Related Party and its relationships and nature of concern or interest**	As explained above, the name of the subsidiary / joint venture/enterprise-participation interest cannot be identified. The transactions with related parties for the new tenders/contract/agreement, which the Company will obtain are futuristic in nature and therefore term cannot be foreseeable. Therefore, it is not possible for the Company to ascribe an explicit monetary value of such transactions. The nature of interest will be either as a subsidiary/joint venture/enterprise-participation depending on the commercial aspects of the agreement/contract.
2	**Type of Proposed Transactions**	Contract / sub-contract, purchase/sale of good & services, expenses/reimbursement of expense by/for the Company for/ by subsidiary companies, special purpose vehicle, associate companies, joint ventures/enterprise participation, providing corporate guarantee(s)/securities etc
3	**Tenure of Proposed Transactions**	For a period of 1 year from the ensuing Annual General Meeting
4	**Value of the Proposed Transactions**	Aggregate value of ₹4000 (Four thousand) crores
5	**Percentage of the Company's annual consolidated turnover for the immediately preceding financial year**	The proposed transactions will be 14727.54% of the annual consolidated turnover of the Company. The documents for implementation of the Approved Resolution Plan have been executed by the Banks and the date of implementation of the Package/Resolution Plan has been declared as September 04, 2024. The approval is sought in anticipation that as and when the Company undertakes new tender/ contract/ agreement, related party transactions will increase and will fall within the definition of being material.
6	**Specific details, If the transaction relates to any loans, deposits, advances or investments made or given by the or its subsidiary:** Investments in securities would be in line with the requirement of the contract or agreement of the new projects to be executed going forward but within the applicable laws and regulations. Similarly, the loans and advances with the related party would be in normal course of business in line with the requirement of the law	

	(i) Details of the source of funds	Investments or loans or advances will be from the internal accruals of the Company or subscription of securities or through any other permissible mode.
	(ii) Details of financial indebtedness incurred	As explained above, the proposition of investment or loans or advances to the Related Party will be on the prudent terms and conditions. The transactions to be executed will be in the best interest of the Company and considering the market conditions at the time of such transactions. However, it shall be within the permissible limits of the act or regulations or within the shareholders' approval.
	(iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	
	(iv) Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	The funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT in accordance to the terms and conditions of tender/agreement/contract
7	**Justification as to why the RPT is in the interest of the Company**	The transactions with the Related party are proposed to be normal business operations and are envisaged commercially prudent and in the best interest of the parties. The transactions proposed will be at arm's length. As explained above proposed transactions are necessitated because of the nature of the business of the Company and its related parties would be engaged in keeping in mind the optimum utilisation of resources.
		In exceptional cases it is proposed to execute such transactions not at arm's length where comparison will not be available to justify the same. The transactions proposed as explained above will be at the negotiated price to be mutually agreed and/or on the basis of the valuation report/documents as may deemed fit, from time to time.
8	**Copy of the valuation or other external party report, if any relied upon by the Company**	All transactions proposed will be in ordinary course of business. It is proposed to execute all transactions at arms-length except in exceptional cases where comparison will not be available to justify the transactions at arm's length. The transactions proposed, as explained above, will be at the negotiated price, supported by documents/papers and will be placed before the Audit Committee or Board, as the case may be.
9	**Percentage of the counter-party annual consolidated turnover that is represented by the value of then proposed RPT on a voluntary basis**	As explained above, not applicable.
10	**Name of the Director/ Key Managerial Personnel who is interested, if any**	Generally, the Company appoints its Director or their relatives and/or Key Managerial Personnel as Director in subsidiary company/associate company or representative of partner in Joint Venture or enterprise participation.

The Board of Directors in its meeting held on 30th May 2026 has approved the execution of related party transactions as aforesaid, subject to approval of shareholders in ensuing Annual General Meeting and recommends the ordinary resolution as set out in item no 5 of the notice for approval of Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolutions as set out at Item No. 5 of this Notice, except to the extent of their shareholding in the Company.

ITEM NO. 6:

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 ending 31st March 2027, at a remuneration of ₹40,000 (Rupees Forty 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. 6 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, 2027.

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. 6 of the Notice for approval by the Members.

By order of the Board
For **MBL Infrastructure Ltd.**

Date: 11th August, 2026
Place: New Delhi

Anubhav Maheshwari
Company Secretary

Annexure-I to the AGM Notice dated 11th August, 2026

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	Mr. Anjanee Kumar Lakhotia	Mr. Surender Aggarwal
Age in years	63	53
Category of Directorship	Executive	Executive
DIN	00357695	07272927
Qualification	Chartered Accountant	Post Graduate with M. Tech (Structures) from IIT (Delhi)
Experience (including Expertise in specific functional areas)/Brief Resume	More than three decades of experience in the infrastructure industry. Please refer company's website www.mblinfra.com.	More than two 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 12th August, 2023, he was re-appointed as Managing Director of the Company for a period of 5 years commencing 25th May, 2024, liable to retire by rotation and his remuneration was approved for a period of 3 years. The payment of remuneration as Managing Director for the remaining period of 2 years w.e.f 25th May 2027 has been approved, subject to approval of shareholders.	He has been re-appointed as Whole Time Director/ Executive Director of the Company w.e.f. 1st October, 2026 upto 30th September, 2027 liable to retire by rotation, subject to approval of shareholders.
Details of remuneration and remuneration last drawn	Details mentioned in the Corporate Governance Report.	Details mentioned in the Corporate Governance Report.
Date on which first appointed on the Board	25.08.1995	13.08.2020
Details of shareholding in the Company	1,18,08,716	NIL
Relationship with other Directors/Key Managerial personnel (if any)	None	None
Number of Board Meetings attended during the year	Details mentioned in the Corporate Governance Report.	Details mentioned in the Corporate Governance Report.
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. Suratgarh Bikaner Toll Road Company Private Ltd 2. Highway Consulting Engineers Private Limited
Details of Committee chairmanship and memberships in other Companies	NIL	NIL

Annexure-II to the AGM Notice dated 11th August, 2026

I	**General Information:**	Mr. Surender Aggarwal	Mr. Anjanee Kumar Lakhotia
(a)	**Nature of industry**	Infrastructure	
(b)	**Date or expected date of commencement of commercial production**	The Company since 1995 is in the business of executing civil engineering and other infrastructure projects	
(c)	**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**	Not Applicable	
(d)	**Financial performance based on given indicators:**	Financial Year 2025-26	₹ in Lakhs
		Total Income	21214
		Profit after Tax	927
(e)	**Foreign investments or collaborations, if any.**	As on August 1,2026, there is no foreign investment or collaboration for any equity investments.	
II.	**Information about the managerial person:**		
(a)	**Background details**	Please refer to Annexure-I of Notice	
(b)	**Past remuneration: (FY 2025-26)**	₹25,25,000/- (Rupees Twenty Five Lakhs Twenty Five Thousand Only) per annum	₹1,22,50,000/- (Rupees One Crore Twenty Two Lakhs Fifty Thousand Only) per annum
(c)	**Recognition or awards**	None	
(d)	**Job profile and suitability**	Please refer to Annexure-I of Notice	
(e)	**Remuneration proposed**	As per the Resolution at Item No. 4 of this Notice convening this Meeting read with the statement pursuant to Section 102(1) of the Act thereto.	As per the Resolution at Item No. 3 of this Notice convening this Meeting read with the statement pursuant to Section 102(1) of the Act thereto.
(f)	**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**	The proposed remuneration is justified in line with the trend prevailing in the industry and responsibilities of Mr. Surender Aggarwal, as Whole-time Director of the Company.	The proposed remuneration is justified in line with the trend prevailing in the industry and responsibilities of Mr. Anjanee Kumar Lakhotia, as Managing Director of the Company.
(g)	**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any**	Mr. Surender Aggarwal, is also a Whole-time Director of Suratgarh Bikaner Toll Road Company Pvt. Ltd. (SBTRCPL), a 100% Subsidiary of the Company. Other than the remuneration from SBTRCPL and remuneration as set out in the resolution at Item No. 3 of the AGM Notice, he is not having any other pecuniary relationship, directly or indirectly with the Company or with any other managerial personnel of the Company.	Other than as set out in the resolution at Item No. 3 of the AGM Notice and to the extent of his shareholding in the Company, he is not having any other pecuniary relationship, directly or indirectly with the Company or with any other managerial personnel of the Company.
III.	**Other Information:**		
(a)	**Reasons of loss or inadequate profits**	The operations of the Company were not normal. The documents for implementation of the Approved Resolution Plan by the Banks have been executed and the date of implementation of the Package/Resolution Plan has been declared by banks as September 04, 2024.	
(b)	**Steps taken or proposed to be taken for improvement**	With the implementation of the Resolution Plan approved under IBC, 2016 by Banks and availability of Working Capital Facilities in form of Bank Guarantee/Letter of Credits, it is expected that the overall performance of the Company shall improve.	
(c)	**Expected increase in productivity and profits in measurable terms**	The Company will focus on its core competency and the profits are expected to improve.	